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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

March 31, 2008

RECORDATION NO. 17958-4 FILED

MAR 31 '08 -4 1 5 PM

SURFACE TRANSPORTATION BOARD

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amended and Restated Equipment Lease Agreement, effective as of March 31, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Leasing Agreement and related documents previously filed with the Commission and Board under Recordation Number 17958.

The names and addresses of the parties to the enclosed document are:

Lessor: UnionBanCal Leasing Corporation
445 South Figueroa Street, 15th Floor,
Los Angeles, California 90071

Lessee: The Kansas City Southern Railway Company
427 W. 12th St.
PO Box 219335
Kansas City, Missouri 64121

Anne K. Quinlan, Esq.
March 31, 2008
Page 2

A description of the railroad equipment covered by the enclosed document is:

221 boxcars within the series ATW 122000 - ATW 122223 as more particularly set forth in the equipment schedule attached to the document.

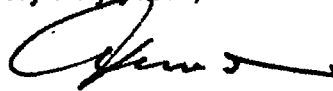
A short summary of the document to appear in the index is:

Memorandum of Amended and Restated Equipment Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

MAR 31 '08

-4 1 5 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDED AND RESTATED EQUIPMENT LEASE AGREEMENT

Memorandum of Amended and Restated Equipment Lease Agreement, effective as of March 31, 2008, by and between UnionBanCal Leasing Corporation (formerly known as Unionbanc Leasing Corporation), a corporation incorporated under the laws of California, as Lessor ("*Lessor*"), and The Kansas City Southern Railway Company, a corporation incorporated under the laws of Missouri and successor in interest to TennRail Corporation, as Lessee ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Amended and Restated Equipment Lease Agreement, dated as of March 31, 2008 (the "*Amended and Restated Equipment Lease Agreement*"), whereby the Lessor and the Lessee have agreed to amend and restate that certain Equipment Leasing Agreement dated as of September 15, 1992 as supplemented by that certain Lease Supplement No. One, dated September 30, 1992, that certain Lease Supplement No. Two, dated July 30, 2004, that certain Lease Supplement No. Three, dated September 16, 2005, that certain Lease Supplement No. Four, dated September 26, 2006, and that certain Lease Supplement No. Five, dated September 25, 2007, pursuant to which Lessee has leased from Lessor certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

UNIONBANCAL LEASING CORPORATION

By: Linda Landucci
Name: Linda Landucci
Title: Vice President

Executed on this 28th day of March,
2008.

CALIFORNIA JURAT WITH AFFIANT STATEMENT

- ☒ See Attached Document (Notary to cross out lines 1-6 below)
☐ See Statement Below (Lines 1-5 to be completed only by document signer[s], *not* Notary)

~~_____
Signature of Document Signer No. 1~~

~~_____
Signature of Document Signer No. 2 (if any)~~

State of California

County of San Francisco

Subscribed and sworn to (or affirmed) before me on this

28th day of March, 2008, by
Date Month Year

(1) Linda Randucci
Name of Signer

proved to me on the basis of satisfactory evidence
to be the person who appeared before me (.) (.)

(and

(2) _____
Name of Signer

proved to me on the basis of satisfactory evidence
to be the person who appeared before me.)

Signature Rose Henry
Signature of Notary Public



Place Notary Seal Above

OPTIONAL

*Though the information below is not required by law, it may prove
valuable to persons relying on the document and could prevent
fraudulent removal and reattachment of this form to another document*

Further Description of Any Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

RIGHT THUMBPRINT OF SIGNER #1
Top of thumb here

RIGHT THUMBPRINT OF SIGNER #2
Top of thumb here

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

UNIONBANCAL LEASING CORPORATION

By: _____
Name:
Title:

Executed on this ____ day of March, 2008.

THE KANSAS CITY SOUTHERN RAILWAY
COMPANY

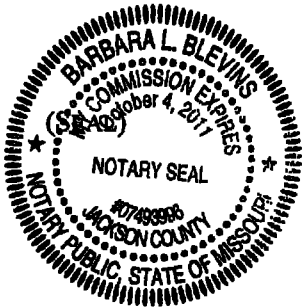
By: *Paul J. Weyandt*
Name: Paul J. Weyandt
Title: Senior Vice President – Finance and
Treasurer

Executed on this 27th day of March, 2008.

STATE OF MISSOURI)
) SS.:
COUNTY OF JACKSON)

On this 27th day of March, 2008, before me personally appeared Paul J. Weyandt to me personally known, who being by me duly sworn, says that (s)he is the Senior Vice President – Finance and Treasurer of THE KANSAS CITY SOUTHERN RAILWAY COMPANY that said instrument was signed on March 27, 2008, on behalf of said corporation and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Barbara L. Blewins
Name:
Notary Public –
My Commission Expires: 10-04-2011
Residing in Jackson Co., MO

EXHIBIT A
DESCRIPTION OF EQUIPMENT

221 used 70 ton, 50' 6" box cars manufactured by Berwick or Pullman with the following car numbers:

ATW122000	ATW122044	ATW122089	ATW122133	ATW122177
ATW122001	ATW122045	ATW122090	ATW122134	ATW122178
ATW122002	ATW122046	ATW122091	ATW122135	ATW122179
ATW122003	ATW122047	ATW122092	ATW122136	ATW122180
ATW122004	ATW122048	ATW122093	ATW122137	ATW122181
ATW122005	ATW122049	ATW122094	ATW122138	ATW122182
ATW122006	ATW122050	ATW122095	ATW122139	ATW122183
ATW122007	ATW122051	ATW122096	ATW122140	ATW122185
ATW122008	ATW122052	ATW122097	ATW122141	ATW122186
ATW122009	ATW122053	ATW122098	ATW122142	ATW122187
ATW122010	ATW122054	ATW122099	ATW122143	ATW122188
ATW122011	ATW122055	ATW122100	ATW122144	ATW122189
ATW122012	ATW122056	ATW122101	ATW122145	ATW122190
ATW122013	ATW122057	ATW122102	ATW122146	ATW122191
ATW122014	ATW122058	ATW122103	ATW122147	ATW122192
ATW122015	ATW122059	ATW122104	ATW122148	ATW122193
ATW122016	ATW122060	ATW122105	ATW122149	ATW122194
ATW122017	ATW122061	ATW122106	ATW122150	ATW122195
ATW122018	ATW122062	ATW122107	ATW122151	ATW122196
ATW122019	ATW122063	ATW122108	ATW122152	ATW122197
ATW122020	ATW122064	ATW122109	ATW122153	ATW122198
ATW122021	ATW122065	ATW122110	ATW122154	ATW122199
ATW122022	ATW122066	ATW122111	ATW122155	ATW122200
ATW122023	ATW122067	ATW122112	ATW122156	ATW122202
ATW122024	ATW122068	ATW122113	ATW122157	ATW122203
ATW122025	ATW122069	ATW122114	ATW122158	ATW122204
ATW122026	ATW122070	ATW122115	ATW122159	ATW122205
ATW122027	ATW122071	ATW122116	ATW122160	ATW122206
ATW122028	ATW122072	ATW122117	ATW122161	ATW122207
ATW122029	ATW122073	ATW122118	ATW122162	ATW122208
ATW122030	ATW122074	ATW122119	ATW122163	ATW122209
ATW122031	ATW122075	ATW122120	ATW122164	ATW122210
ATW122032	ATW122076	ATW122121	ATW122165	ATW122211
ATW122033	ATW122077	ATW122122	ATW122166	ATW122212
ATW122034	ATW122078	ATW122123	ATW122167	ATW122213
ATW122035	ATW122079	ATW122124	ATW122168	ATW122214
ATW122036	ATW122080	ATW122125	ATW122169	ATW122215
ATW122037	ATW122081	ATW122126	ATW122170	ATW122216
ATW122038	ATW122082	ATW122127	ATW122171	ATW122217
ATW122039	ATW122083	ATW122128	ATW122172	ATW122218
ATW122040	ATW122084	ATW122129	ATW122173	ATW122219
ATW122041	ATW122086	ATW122130	ATW122174	ATW122220
ATW122042	ATW122087	ATW122131	ATW122175	ATW122221
ATW122043	ATW122088	ATW122132	ATW122176	ATW122222
				ATW122223

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: March 31, 2008

Edward M. Luria

Edward M. Luria